



THOMAS D. MARION
TREASURER

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821
FAX (312) 984-3855

June 30, 1999

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

RECORDATION NO.

FILED

JUL 1 '99

9-45AM

21862-A

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1 dated as of June 10, 1999.

This document is a secondary document, supplementing the Manufacturing Agreement dated as of November 20, 1998, recorded on December 11, 1998, recordation number 21862.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Trenton Works Limited (Manufacturer)
Main Street, P.O. 130
Trenton, Nova Scotia
Canada, B0K 1X0

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
89'4" flush deck, standard level flat car for wide body bi-level autorack service	FA	1,000	GTTX	995500-996499

#10143.22

Mr. Vernon A. Williams
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Enclosed is our check in the amount of \$26.00 to cover filing fees.

A short summary of this Agreement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 1,000 89'4" flush deck, standard level flat cars for wide body bi-level autorack service; GTTX, numbered 995500-996499."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in black ink, appearing to read "Thomas D. Mason". The signature is fluid and cursive, with the first name "Thomas" and last name "Mason" clearly distinguishable.

TDM:mkh
Enclosures
k:\trstdm\letters\filings\willtrent799.doc

MANUFACTURING AGREEMENT SUPPLEMENT NO. 1, dated as of June 10, 1999, between
TRENTON WORKS LTD (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of
November 20, 1998, which was filed and recorded with the Surface Transportation Board pursuant to
49 U.S.C. Section 11301 on December 11, 1998 at 1:23 PM, recordation number 21862, which provides for the
execution and delivery from time to time of supplements thereto, each substantially in the form hereof for the purpose
of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said
Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad
equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the
Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply
and refer only to the units of railroad equipment described in Annex A hereto.

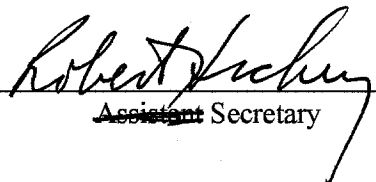
IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these
presents to be signed in their respective corporate names by duly authorized officers and their respective corporate
seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

TRENTON WORKS LTD

By: 
Vice President

(CORPORATE SEAL)

ATTEST:


~~Assistant~~ Secretary

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TTX COMPANY

By: 
Treasurer

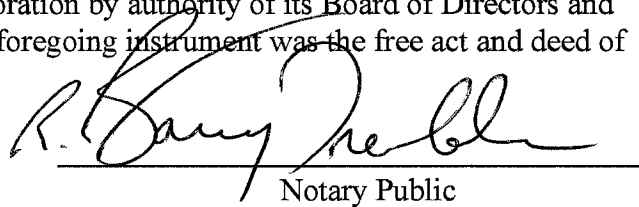
(CORPORATE SEAL)

ATTEST:


Assistant Secretary

CITY OF TRENTON)
) SS:
PROVINCE OF NOVA SCOTIA)

On this 28 day of JUNE, 1999, before me personally appeared Gary Mc Graw, to me personally known, who, being by me duly sworn, says that he is a Vice President of Trenton Works Ltd; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

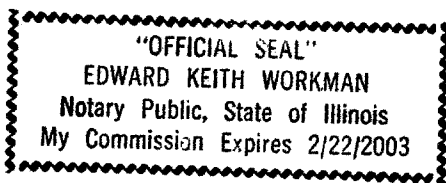
R. BARRY TRENHOLM
A COMMISSIONER OF THE
SUPREME COURT OF NOVA SCOTIA

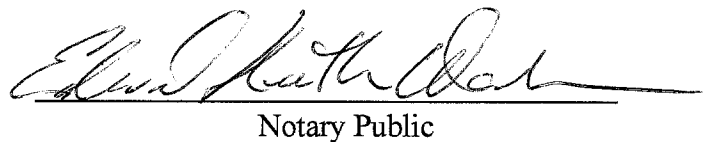
(NOTARIAL SEAL)

My Commission Expires:

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 29th day of June, 1999, before me personally appeared Thomas D. Marion, to me personally known, who being by me duly sworn, says that he is the Treasurer of TTX Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.




Notary Public

(NOTARIAL SEAL)

My Commission expires:

ANNEX A
TRENTON WORKS LTD
(Manufacturer)

TTX COMPANY
(Company)

ITEM 1:

<u>Type*</u>	<u>Qty</u>	Company Car Numbers <u>(Include)</u>	<u>Unit Price</u>	<u>Total Price</u>	<u>Month Of Delivery</u>	<u>Spec. (Contract Number)</u>
GTTX	1,000	995500-996499			July-Dec, 1999	T-1298-F

ITEM 2: January 31, 2000

ITEM 3: To be determined

ITEM 4: Main Street, P.O. Box 130
Trenton, Nova Scotia
Canada B0K 1K0

- * 89'4" Flush Deck, Standard Level Flat Car for Wide Body Bi-level Autorack Service. TTX Specification No. 68-43-011586, dated January 15, 1986, revised August 8, 1997, and TTX Supplemental Specification No. 68-39-970925, issued October 17, 1997 revised June 19, 1998 (Buyer's Specification). Trenton Works Specification No. FCA-170-M revised January 15, 1999 (Seller's Specification).